

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pharmed Group Holdings, Inc.		12/31/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	231 S. LaSalle Street
Internal Address:	IL1-231-08-30
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60697
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	2658448	PHARMASTORE
Registration Number:	2571269	THE ESSENCE OF MEDITERRANEAN WELLNESS
Registration Number:	2571268	THE HEALTHY LINK TO THE MEDITERRANEAN
Registration Number:	2560702	MEDITERRANEAN FORMULAS
Registration Number:	2571135	MEDITERRANEAN LIFESTYLE
Registration Number:	2465832	BODYPLEX
Registration Number:	2551848	
Registration Number:	2687045	
Registration Number:	2463716	VET PAK
Registration Number:	2450907	VETGLO
Registration Number:	2524298	VET LYTE
Registration Number:	2425314	DIABETROL
Registration Number:	2424251	VET HOOF
Registration Number:	2444297	VET VITE PLUS

OP \$840.00 2658448

Registration Number:	2479483	HEALTHY JOINTS
Registration Number:	2387544	VITA-Z
Registration Number:	2332237	WELLNESS COLLECTION
Registration Number:	2217260	PREGNITEST
Registration Number:	2722906	VITA-Z PLUS
Registration Number:	2310310	PHARMED GROUP
Registration Number:	2103587	UMBI
Registration Number:	2090133	POTENCYN 10000 FOR WOMEN
Registration Number:	2082532	POTENCYN 10000 FOR MEN
Registration Number:	1910643	PHARMED GROUP PMG
Serial Number:	78300199	CLINICIAN'S FORMULA
Serial Number:	78271888	CONFETTI THE CONFETTI COSMETIC COLLECTION
Serial Number:	78266397	PHARMACEUTICAL-GRADE CHOLESTOR OLIVE OIL
Serial Number:	78239475	SPANDAFLEX
Serial Number:	78178108	ASTRI THE PASSION OF COTTON
Serial Number:	76071040	3 POINTED LEAF ON ORANGE SUN WITH INITIALS PMG ON RIGHT, THIS ALL ON BLUE SKY BACKGROUND.
Serial Number:	76037732	AMDX
Serial Number:	75934513	METABOLIN
Serial Number:	75927697	VET FLEX

CORRESPONDENCE DATA

Fax Number: (919)286-8199
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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Email: PTO_TMconfirmation@mvalaw.com
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Address Line 2: Suite 800
Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	017625.2505
NAME OF SUBMITTER:	Charles L. Evans

Total Attachments: 3
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 31, 2003 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The Grantors and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

PHARMED GROUP HOLDINGS, INC.,
a Delaware corporation

By: 

Name: Bertin J. Perez

Title: Executive Vice President, CFO

Grantor's Address:
3075 NW 107 Avenue
Miami, FL 33172

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: _____

Name:

Title:

CHAR1\736439_1

TRADEMARK
REEL: 002821 FRAME: 0396

NOTICE
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Very truly yours,

PHARMED GROUP HOLDINGS, INC.,
a Delaware corporation

By: _____
Name:
Title:

Grantor's Address:
3075 NW 107 Avenue
Miami, FL 33172

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: 
Name:
Title:

KRISTINE THENNES
Vice President

CHAR1\736439_1

TRADEMARK
REEL: 002821 FRAME: 0397

Schedule 1

**Pharmed Group Holdings, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
PHARMASTORE	2658448	12/10/02
THE ESSENCE OF MEDITERRANEAN WELLNESS	2571269	5/21/02
THE HEALTHY LINK TO THE MEDITERRANEAN	2571268	5/21/02
MEDITERRANEAN FORMULAS	2560702	4/9/02
MEDITERRANEAN LIFESTYLE	2571135	5/21/02
BODYPLEX	2465832	7/3/01
Miscellaneous Design	2551848	3/26/02
Miscellaneous Design	2687045	2/11/03
VET PAK	2463716	6/26/01
VETGLO	2450907	5/15/01
VET LYTE	2524298	1/1/02
DIABETROL	2425314	1/30/01
VET HOOP	2424251	1/23/01
VET VITE PLUS	2444297	4/17/01
HEALTHY JOINTS	2479483	8/21/01
VITA-Z	2387544	9/19/00
WELLNESS COLLECTION	2332237	3/21/00
PREGNITEST	2217260	1/12/99
VITA-Z PLUS	2722906	6/10/03
PHARMED GROUP	2310310	1/25/00
UMBI	2103587	10/7/97
POTENCYN 10000 FOR WOMEN	2090133	8/19/97
POTENCYN 10000 FOR MEN	2082532	7/22/97
PHARMED GROUP PMG and Design	1910643	8/8/95

Pending Applications

Mark	Appl. No.	Filing Date
CLINICIAN'S FORMULA	78300199	9/15/03
CONFETTI THE CONFETTI COSMETIC COLLECTION and Design	78271888	7/9/03
PHARMACEUTICAL-GRADE CHOLESTOR OLIVE OIL	78266397	6/24/03
SPANDAFLEX and Design	78239475	4/18/03
ASTRI THE PASSION OF COTTON (Stylized)	78178108	10/24/02
PMG	76071040	6/12/00
AMDX	76037732	5/1/02
METABOLIN	75934513	3/3/00
VET FLEX	75927697	2/24/00